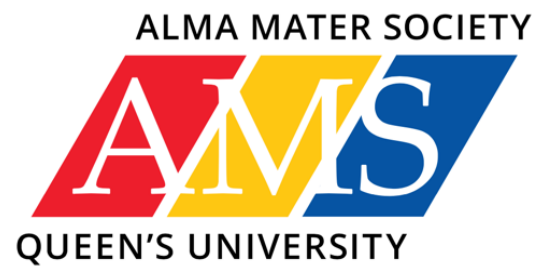


**Alma Mater Society of
Queen's University Incorporated**

CORPORATE BY-LAWS

Last Updated: April 24, 2026



Amendments

April 1995	November 1995	March 1996	October 1997	October 1998	January 1999
March 1999	March 2000	November 2001	March 2002	October 2002	February 2003
March 2003	March 2004	October 2004	March 2005	March 2006	March 2007
March 2008	March 2009	November 2009	March 2010	March 2011	October 2011
March 2012	March 2013	May 2013	November 2013	March 2014	March 2015
November 2015	November 2019	March 2020	October 2020	November 2020	March 2021
March 2023	April 2026				

Preamble to the By-Laws of Alma Mater Society of Queen's University Incorporated

These by-laws govern the affairs of Corporation incorporated under the Corporations Act of Ontario as replaced by the Not-for-Profit Corporations Act, 2010 (ONCA). That fact has two important implications for this document.

First, the by-laws must be read together with the Act themselves. The Act is the enabling legislation which gives this document legal effect so that where there is a conflict or where the by-laws are silent, the Act governs.

Second, any amendments to these by-laws must not offend the Act; otherwise the amendments are without legal effect. It is important to note that an amendment may offend the Act either procedurally (meaning the process by which the amendment is approved) or substantively (meaning the nature of the amendment itself).

Note that, sub-section 17.1.4 requires every new by-law, amendment, and repeal to be reviewed by the Corporation's lawyer.

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BY-LAW 1. INTERPRETATION

Section 1.1: Definitions

1.1.1 In this by-law and all other by-laws of the Corporation, unless the context requires otherwise:

Associations

- i) "Society" means the Alma Mater Society of Queen's University (the acronym of which is "AMS"), that is, the unincorporated association whose membership consists of Society members;
- ii) "Corporation" means the Alma Mater Society of Queen's University Incorporated (the acronym of which is "AMS Inc."), that is, the incorporated association, incorporated under the Act, whose membership consists of members of the Corporation;

Documents of Association

- iii) "Constitution" means the Constitution of the Society which governs the affairs of the Society;
- iv) "Letters patent" means the letters patent of incorporation of the Corporation, as amended or restated from time-to-time;
- v) "By-law" means a by-law of the Corporation enacted in accordance with the Act and which governs the affairs of the Corporation;

General

- vi) "the Act" means the Not-for-Profit Corporations Act, 2010 (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time-to-time;
- vii) "Assembly" means the Assembly of The Alma Mater Society of Queen's University or such other body as preceded or may succeed the Assembly or be substituted therefor from time-to-time;
- viii) "Assembly Policy" means a motion, resolution, statement, paper, report, or position adopted by the Assembly in accordance with the requirements of the Constitution;
- ix) "Board" means the Board of Directors of the Corporation;
- x) "Board Policy" means a motion, resolution, statement, paper, report, or position adopted by the Board in accordance with the requirements of the Act, the letters patent, and the by-laws;
- xi) "General Manager" means the Corporation employee responsible for the accounting of the activities of the Corporation and Society in accordance with by-law 11;
- xii) "Chair" means the Chair of the Board of Directors;
- xiii) "Executive" means the Executive of the Society consisting of a President, a Vice President (Operations) and a Vice President (University Affairs);
- xiv) "Full-time student" means a student taking three (3) or more Arts and Science courses or their equivalent in other faculties;

- xv) "Member society" means a professional faculty, school, division, or institute of the University recognized by the Society as a member Society;
- xvi) "Officer" means the President and CEO, Vice-President (Operations), Vice-President (University Affairs), Chair, Vice-Chair, General Manager, and any other person designated an Officer by the by-laws;
- xvii) "Part-time student" means a student taking less than three (3) Arts and Science courses or their equivalent in other faculties;
- xviii) "Corporate Secretary" means non-Officer Secretary of the Board of Directors;
- xix) "Services" mean the services provided to Society members by the Corporation solely or by either agreement with other agencies or organizations;
- xx) "Society member" means a member of the Society;
- xxi) "Special resolution" means a resolution passed by the Board and confirmed with or without variation by at least two-thirds (2/3) of the votes cast at a Corporate Annual General Meeting or lieu of such confirmation, by the consent in writing of all the members entitled to vote at such meetings;
- xxii) "Community Director" means those non-students Directors appointed in accordance with subsection 3.1.9
- xxiii) "Student" means a person who is registered as a full-time or part-time student in an academic unit of the University or its affiliated colleges;
- xxiv) "University" means Queen's University at Kingston;
- xxv) words importing the singular number include the plural, and vice-versa; words importing the masculine gender include the feminine and neutral genders;
- xxvi) all words used in the by-laws and defined in the Act shall have the meaning given to such words in the Act;
- xxvii) "Breakeven" means no real change in the Unallocated Reserve of the Corporate Budget after any transfers to or from this reserve.
- xxviii) Permanent Staff means all continuously employed AMS staff that are classified as either full-time non-seasonal, or part-time seasonal as outlined in permanent staff policy.

Section 1.2 Severability and Precedence

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or unenforceability of the remaining provisions of this By-law. If any of the provisions contained in the By-laws are inconsistent with those contained in the Letters patent, the Constitution or the Act, the provisions in the Letters patent, the Constitution or the Act, as the case may be, shall prevail

BY-LAW 2. THE CORPORATION

Section 2.1: The Corporation

- 2.1.1 The name of this organization shall be the Alma Mater Society of Queen's University Incorporated (the acronym of which is "AMS Inc."), hereinafter referred to as the Corporation. The Corporation is incorporated under the Act.
- 2.1.2 The Head Office of the Corporation shall be in the City of Kingston, in the Province of Ontario, and at such place therein as the Board may from time-to-time determine.
- 2.1.3 The mission statement of the AMS shall be: To serve and represent the diversity of students at Queen's.
- 2.1.4 The Operating Statement of the Corporation shall be:
- i) To manage the services and associated financial affairs of the Society;
 - ii) To ensure the financial viability of the Society; and
 - iii) To assist the Society in carrying out the objects of the Society:
 - iv) To represent Queen's students within the University and externally by working to further the best interests of the members of the AMS, giving particular concern to issues related to education;
 - v) To provide services and activities to students, as well as to act in a facilitating role for services and activities, where appropriate;
 - vi) To cultivate a sense of social awareness and responsibility in its membership;
 - vii) To serve as a liaison between the various affiliated student societies.

For the above purposes, the Society may receive, acquire, and hold gifts, donations, legacies and devices

BY-LAW 3. THE BOARD OF DIRECTORS

Section 3.1: Composition of the Board of Directors

- 3.1.1 The Board shall consist of between eleven (11) and fourteen (14) Directors each of whom, at the time of their election or by the next Corporate General Meeting and throughout their term of office, shall be a member of the Corporation as set forth in sub-section 5.1.1 and be 18 years of age or older. Directors shall begin their terms on May 1st and end on April 30th. Of these eleven (11) to fourteen (14) Directors, ten (10) to thirteen (13) shall be voting members and one (1) shall be a non-voting member. Of these thirteen (13) voting members, four (4) student Directors will hold two-year terms and two (2) student Directors will hold a one-year term.

- 3.1.2 The number of Directors may be increased or decreased by special resolution, but in no event shall the number be less than three (3). There is no requirement to publish in the Ontario Gazette.
- 3.1.3 Employees and volunteers of AMS Inc. corporate services and AMS salaried employees shall be deemed to be ineligible to hold the position of Director on the AMS Inc. Board to avoid any potential conflict of interest. These eligibility restrictions shall not apply to positions specifically exempted in BY-LAW 3by-law 3 of these by-laws.
- 3.1.4 With the exception of the President, the Vice-President (Operations), Vice-President (University Affairs), and the Chair of the Board, no Assembly member shall be allowed to serve as a Director on the Board.
- 3.1.5 No member of the Board shall be allowed to proxy for someone at AMS Assembly, unless they are proxying for the Chair of the Board.
- 3.1.6 The President, Vice-President (Operations) and Vice-President (University Affairs) of the Society shall, by virtue of their elected positions, be voting Directors.
- 3.1.7 The AMS General Manager shall, by virtue of their position with the Society, be an ex-officio non-voting Director.
- 3.1.8 There shall be a Chair and Vice-Chair of the Board. The Executive and Community Directors shall not fill the positions of Chair and Vice-Chair. The positions of Chair & Vice-Chair of the Board shall be filled by the Board's voting members at the first meeting of the Board after the Board's election. This meeting must occur before the beginning of the new term.
- 3.1.9 For the purpose of guidance, the composition of the Board shall include between one (1) and four (4) Community Directors who are qualified persons with a knowledge of the University and some familiarity with the nature and function of the Corporation and/or qualified in such a way as to compliment the Board's ability to function. All Community Directors shall be appointed by the Board to three-year terms, subject to ratification by members of the Corporation.
- 3.1.10 The Board is empowered to strike ad-hoc and standing committees as deemed necessary from time to time.

Section 3.2: Duties of Directors

- 3.2.1 Directors are required to exercise their power with competence, skill and diligence in the best interests of the AMS' constituency.
- 3.2.2 Directors owe a fiduciary duty to AMS Inc such that their obligation is to act in the best interests of the corporation and act in loyalty, honesty and good faith.
- 3.2.3 The duty of diligence requires a director to attend meetings and to become as fully informed as possible about AMS Inc's mandate and gain an oversight understanding of all its operations.

- 3.2.4 Duty of diligence requires active and concerted effort to be knowledgeable and engage in making informed decisions affecting the corporation.
- 3.2.5 Directors make decisions affecting AMS Inc. based on full consideration of all appropriate material and on the advice of professionals where required.
- 3.2.6 Directors should exercise independent judgement when voting.
- 3.2.7 Directors should carefully review all reports relating to AMS Inc.'s financial affairs and carefully review and participate in formulating the annual budget and strategic plan.
- 3.2.8 Directors must act loyally and stringently avoid conflicts of interest. Directors may not profit in any way from their relationship with AMS Inc. If they do, they must account to the Corporation for the profit. Directors cannot place themselves in a situation where their duty as a director conflicts with their interest or with their duty to others.
- 3.2.9 A Director who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation or is a director or officer of, or who has a material interest in , any person who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation shall make the disclosure required by the *Act*. Except as provided by the *Act*, no such Director shall attend any part of a meeting of Directors during which the contract or transaction is discussed or vote on any resolution to approve any such contract or transaction. Directors oversee the strategic direction of AMS Inc and entrust the general operations of AMS Inc. to officers and ex-officio members of the Board.
- 3.2.10 Directors should be aware of all internal policies affecting the organization and ensure they are compliant with laws to the best of their abilities.
- 3.2.11 Directors shall fulfil all the responsibilities and tasks that are associated with their role on Board committees as determined by the approved committee goal plan and by the Chair of the Board in conjunction with the Chair of the committee.
- 3.2.12 No director can delegate all of their responsibilities to a member outside the Board of Directors, with the exceptions of Section 4.2: . In extreme circumstances, it is permissible to delegate particular tasks related to management of the Corporation, provided there is proper supervision of the Board member to whom the task is delegated. Such a decision can only be made with Board approval.

Section 3.3: Election, Removal, Suspension and Administrative Leave of Directors

- 3.3.1 Both the incoming and outgoing members of the Corporation, at the Corporate Annual General Meeting, shall elect a full complement of voting Directors, with the exception of the six (6) positions filled by the President-Elect, the Vice-President (Operations)-Elect, Vice-President (University Affairs)-Elect and the three (3) non-student Directors, to constitute the new Board. Any Assembly member who is both finishing and beginning a term as a member of the Corporation shall have two votes.

- 3.3.2 Eligible candidates for election to the Board shall submit an application package comprised of a completed application form and written responses to a questionnaire/information sheet tailored to the position/responsibilities of a Director. The application package shall be submitted to a Nominating Committee composed of the outgoing Chair, the outgoing President, one outgoing appointed member of the Corporation, and the General Manager who shall sit as a non-voting advisor. The Nominating Committee shall interview each candidate, with candidates making the committee aware of any current or potential conflicts of interest that may arise in the course of their duties as a member of the Board. The Committee shall then forward only the names of those candidates it deems are qualified, capable and engaged. Nominated candidates shall then stand for election to the Board at the Corporate Annual General Meeting in accordance with a format determined under sub-section 3.3.3. The Committee shall seek to put forward only and all qualified, capable and engaged applicants.
- 3.3.3 The Chair shall have discretion over the precise format of the election, but shall ensure that prior to voting, the candidates have an opportunity to speak to their suitability for the Board and that members of the Corporation are afforded an opportunity to direct questions to the candidates. The format shall be communicated to members of the Corporation at the Assembly meeting prior to the Corporate Annual General Meeting. Election results shall be released no later than forty-eight (48) hours following the election.
- 3.3.4 A Director shall cease to hold their office:
- i) If they cease to be a member of the Corporation in accordance with BY-LAW 5
 - ii) If they are found to be incapable by a court or incapable of managing property under Ontario law;
 - iii) If they die or become bankrupt;
 - iv) If they submit their written resignation from such office; or
 - v) If they are removed from such office in accordance with sub-section 3.3.5 or 3.3.6
- 3.3.5 At the discretion of the Chair of the Board, any Director who is missing meetings as seen in the procedure below and, or is not fulfilling the duties of director as outlined in 3.2 may need to have a meeting regarding their performance. Primarily, a Director's reasonable contributions to board deliberations, or lack thereof and commitment to the Board should be reviewed. A "missed meeting" includes any meeting that a Director is absent from or leaves prior to two and a half (2.5) hours passing. In the case a meeting is cancelled, only those who could not make it originally shall be assessed an absence; although, this would only apply for regularly scheduled meetings, not emergency ones. The policy would work best if all regular meeting dates were finalized within the first week of each term. The missed meeting procedure follows:
- Where a Director fails to attend two (2) consecutive or (3) total meetings of the Board of Directors during one fiscal year, or is not meeting multiple expectations as laid out in 3.2 above, the Chair shall bring this matter to the immediate attention of the Board. Unless it is determined there are extraordinary and unavoidable mitigating factors (including health, family, etc., not including academics or other extracurricular commitments), the matter must be brought before

Board, where it shall vote to remove the Director from office, subject to ratification by members of the Corporation. Ratification by members of the Corporation must occur within 30 days or the removal is void. The vacancy shall be filled in accordance to Section 3.4: after ratification by members of the Corporation.

- 3.3.6 Any Director, other than the Executive, may be removed from office before the expiration of their term by a resolution passed at a Corporate Annual Meeting or a Corporate Special General Meeting by majority of the members of the Corporation present. Such a resolution requires two (2) weeks written notice to all Corporation members. At a meeting where a Director is removed in accordance with this subsection, the members of the Corporation may, by a simple majority of members present, elect a replacement for the remainder of their term.
- 3.3.7 The President, Vice-President (Operations) and Vice-President (University Affairs) shall cease to hold office in the Corporation upon being removed from their offices as President, Vice-President (Operations) and Vice-President (University Affairs) of the Society according to the rules of the Society.
- 3.3.8 The President, Vice President (Operations) and Vice-President (University Affairs) shall be suspended from office in the Corporation upon being suspended from their office(s) as President, Vice President (Operations) and Vice-President (University Affairs) of the Society according to the rules of the Society.
- 3.3.9 The President, Vice President (Operations) and Vice-President (University Affairs) may be placed on an administrative leave from office in the Corporation for a period not exceeding sixty (60) days in accordance with section 4 of the AMS Board of Directors Policy Manual.
- 3.3.10 During any period of administrative leave under By-Law 3.3.9, the President, Vice President (Operations) and Vice-President (University Affairs) shall cease to carry out their duties as a Director and Officer of the Corporation, and shall be barred from using their Corporate Credit Card, entering into any agreements on behalf of the Corporation, executing any documents on behalf of the Corporation, and/or representing themselves as a Director or Officer of the Corporation. The Board of Directors shall be authorized to take whatever steps it may deem necessary to give effect to this bylaw.

Section 3.4: Vacancies on the Board of Directors

- 3.4.1 Where there is a vacancy or vacancies on the Board, the remaining Directors may exercise all the powers of the Board so long as a quorum of Directors remains in office.
- 3.4.2 So long as a quorum of Directors remains in office, the Board may fill any vacancy occurring in the Board of Directors, which may be filled for the remainder of the term by the Directors then in office.
- 3.4.3 If there is not a quorum of Directors remaining in office, the remaining Directors shall forthwith call a Corporation Special General Meeting to fill vacancies.
- 3.4.4 If the number of Directors is increased between terms, pursuant to sub-section 3.1.2 of this by-law, a vacancy or vacancies, to the number of the authorized increase, shall thereby be deemed to have occurred, and shall be filled in one of the manners above provided.

Section 3.5: The Calling of and Notice for Board of Directors' Meetings

- 3.5.1 Board meetings are called by the Chair. The Chair must also call a Board meeting on direction in writing from three (3) voting Directors. The Chair must immediately schedule the meeting to be held within three calendar days, where the day immediately after the third Director submits their request is day one (1). The meeting will be scheduled on a best efforts basis to accommodate all schedules, but owing to the short timeframe, it may not be possible to accommodate all schedules.
- 3.5.2 Notice of all regular Board meetings shall be e-mailed to each Director at least seventy-two (72) hours prior to the meeting. The Chair must make an attempt to inform the Board of regular meetings as early as possible.
- 3.5.3 Notice of all emergency Board meetings shall be up to the discretion of the Chair so as to ensure reasonable attendance can be expected.
- 3.5.4 Only a deliberate error or omission in giving notice for a Board meeting shall invalidate such meeting or invalidate or make void all proceedings taken or had at such meeting. Any Director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

Section 3.6: Board of Directors' Meeting, Quorum, Adjournment and Voting

- 3.6.1 Except as otherwise required by law, the Board may hold its meetings at such place or places as it may from time-to-time determine. The Directors may consider or transact any business, either special or general, at any meeting of the Board.
- 3.6.2 All meetings of the Board are not open to members of the Corporation unless otherwise decided by a majority of the Directors present. The present Directors reserve the right to exclude any specific individual not listed in by-law 3.1, through a simple majority vote.
- 3.6.3 Only members of the Board shall be present in any confidential session which deals with human resources issues of the permanent staff. Members of the Board can grant an exception through a simple majority vote.
- 3.6.4 A simple majority of voting Directors, which shall include no less than 50% + 1 of non-Executive voting directors, shall form a quorum for the transaction of business.
- 3.6.5 From time-to-time, any meeting of the Board may be adjourned to any future time or to a different place. Such business may be transacted at such future meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required for a motion for adjournment. A motion for adjournment may be made notwithstanding that no quorum is present.
- 3.6.6 Questions arising at any Board meeting shall be decided by a majority of votes with each Director entitled to one (1) vote. In case of an equality of votes, the Chair, in addition to their original vote, shall have a second or casting vote. All votes at any such meeting shall be taken by

ballot if so demanded by any Director present, but if no demand be made, the vote shall be taken in the usual way by a show of hands. A declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes shall be made.

- 3.6.7 Directors shall not be entitled to vote at Board meetings by proxy.
- 3.6.8 The Chair of the Board of Directors shall be responsible for establishing a minimum of three (3) dates during the May 1 through August 31 period for the Board of Directors to meet. These dates shall be established at the best conveniences of the entire Board and must be conveyed to all Directors before May 1.
- 3.6.9 The Chair shall also be responsible for establishing a minimum of nine (9) dates during the September 1 through April 30 period for the Board of Directors to meet. These dates shall be established at the best convenience of the entire Board.

If all the Directors of the Corporation consent, a Director may participate in a meeting of the Board or of a committee of Directors by telephone or electronic means that permits all participants to communicate adequately with each other during the meeting. A Director participating by such means is deemed to be present at that meeting.

Section 3.7: Remuneration and Expenses of Directors

- 3.7.1 The Directors may receive such honoraria as the Board has set.
- 3.7.2 The Board shall authorize the reimbursement of the reasonable expenses incurred by Directors in carrying out their duties, including their attendance at meetings of the Board.

Section 3.8: Responsibilities and Powers of the Board of Directors

- 3.8.1 As required by the law of Ontario, the Board shall have full responsibility for managing the affairs of the Corporation.
- 3.8.2 The Board may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Corporation is by its letters patent, by-laws or otherwise authorized to exercise and do.
- 3.8.3 Without derogating from the foregoing, the Board is hereby authorized from time-to-time:
- i) to borrow money upon the credit of the Corporation in such amount and on such terms as may be deemed expedient by obtaining loans or advances or by way of overdraft or otherwise;
 - ii) to pledge or sell such debentures or other securities for such sums and at such prices as may be deemed expedient;
 - iii) to mortgage, hypothecate, charge or pledge, or give security in any manner whatever, upon all or any of the property, real and personal, immovable and moveable, or any interest therein

owned by the Corporation, present and future, for such consideration and upon such terms and conditions as the Board may deem advisable;

- iv) to delegate to such Officers or Directors of the Corporation as the Board may designate all or any of the foregoing powers to such extent and in such manner as the Board may determine.
- 3.8.4 In emergency situations the General Manager and Chair of the Board shall have full control for the safe-keeping and proper administration of all Corporation monies pending any decision or action by the Board dealing with the matter
- 3.8.5 Where the Board deems it appropriate, the Chair shall bring issues to members of the Corporation for consultation prior to a decision being taken.
- 3.8.6 The Board shall direct the Chair to give a regular and full report to the Assembly, as members of the Corporation, on the affairs of the Corporation. The fullness of the report, however, shall be at the discretion of the Board where confidential material or conflicts of interest are involved.
- 3.8.7 Directors of the Board, as officers of the Corporation have complete jurisdiction over Corporation finances and operations.

BY-LAW 4. OFFICERS OF THE CORPORATION

Section 4.1: Officers of the Corporation

- 4.1.1 The Officers of the Corporation shall be the President, Vice-President (Operations) and Vice-President (University Affairs) of the Society, the Chair, Vice-Chair, General Manager and any other person designated an Officer by a by-law.

Section 4.2: Duties of Officers of the Corporation

- 4.2.1 The President shall represent the majority opinion of the Queen's University undergraduate student body to the administration and the general public. They shall ensure the mission and mandate of the Society are being Carried out.
- 4.2.2 The Vice-President (Operations) shall be the Chief Executive Officer of the Corporation. They shall be responsible for day-to-day management and supervision of its operations.
- 4.2.3 The Vice-President (University Affairs) shall be responsible for all matters of an educational nature, research and external Policy development, supporting equity initiatives, campus affairs, orientation, clubs, and internal academic issues. In tandem with the Vice-President (Operations), they shall oversee and be financially accountable for all the Commissions' finances.
- 4.2.4 In the absence or disability of the Vice-President (Operations)/CEO, their duties and powers shall be exercised by the President. In the event that the President is unable to assume the duties and powers of the President, their duties shall be exercised by the Vice-President (University Affairs). In the event that the Vice-President (University Affairs) is unable to assume the duties and

powers of the President, such duties and powers shall be exercised by the person appointed by Assembly in accordance with sub-section 2.2.6 of the AMS Constitution.

- 4.2.5 The Chair shall ensure that an agenda is prepared for every meeting of the Board and that the agenda, along with any associated materials, is distributed to the other Directors. The Chair shall ensure that all notice requirements for Board meetings are met and, when present; they shall chair all Board meetings. In the carrying out of their responsibilities the Chair shall attempt to bring about consensus on the Board. The Chair shall also hold the office of Secretary.
- 4.2.6 In the absence or disability of the Chair, the Vice-Chair or such other Director as the Board may appoint shall exercise the duties and powers of the Chair.
- 4.2.7 The Chair as Secretary shall be ex-officio clerk of the Board and shall ensure that all facts and minutes of all proceedings are recorded. They shall be the custodian of all books, papers, records, correspondence, contracts and other documents belonging to the Corporation which they shall store on AMS premises. At their discretion, the Chair may delegate some or all of their Secretary duties, to the AMS Secretary. They shall continue to be responsible, however, for the above duties during their term of office. At the Chair's discretion, a Corporate Secretary may be employed and assume administrative and secretarial duties.
- 4.2.8 The duties of all other Officers of the Corporation shall be such as the terms of their engagement calls for or as the Board requires of them.

BY-LAW 5. MEMBERS OF THE CORPORATION AND THEIR RIGHTS AND PRIVILEGES

Section 5.1: Members of the Corporation

- 5.1.1 There shall be two classes of membership in the Corporation: voting and non-voting. The voting members of the Corporation shall be the voting members of the Assembly as set out in section 5.01 of the AMS Constitution. The non-voting members of the Corporation shall be the non-elected, non-voting members of the Assembly as set out in subsection 5.1.5 of the Constitution.
- 5.1.2 If a person is elected as a Director but such person is not a member of the Corporation, the Board shall, at the next Corporate General Meeting, appoint such person as a non-elected, non-voting member of the Corporation as permitted by paragraph (v) of subsection 5.1.5 of the Constitution.

Section 5.2: Rights and Privileges of the Members of the Corporation

- 5.2.1 In addition to the rights and privileges given the members of the Corporation by virtue of the Act and other by-laws, the members shall have such further rights and privileges as are set out in this section.
- 5.2.2 The members of the Corporation shall have a right to a regular and full report from the Board in accordance with sub-section 3.8.6.
- 5.2.3 At the fall Corporation Special General Meeting, the members of the Corporation shall be provided with a full report on the audited financial statements of the previous fiscal year.

BY-LAW 6. EXECUTION OF DOCUMENTS

Section 6.1: Execution of Documents

- 6.1.1 Deeds, transfers, licenses, contracts and engagements on behalf of the Corporation shall be signed by two of the Executive and the General Manager.
- 6.1.2 Contracts in the ordinary course of the Corporation's operations may be entered into on behalf of the Corporation by the President, the Vice-President (Operations) or by any person authorized by the Board from time-to-time.
- 6.1.3 The President, Vice-President (Operations) or any person or persons, may from time-to-time as designated by the Board, transfer any and all shares, bonds or other securities standing in the name of the Corporation, and may accept in the name and on behalf of the Corporation transfers of shares, bonds or other securities from time-to-time transferred to the Corporation. Such persons may make, execute and deliver any and all instruments in writing necessary or proper for such purposes, including the appointment of an attorney or attorneys to make or accept transfers of shares, bonds or other securities on the books of any company or corporation
- 6.1.4 Notwithstanding any provisions to the contrary contained in the by-laws, the Board may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligation of the Corporation may or shall be executed.

BY-LAW 7. BOOKS AND RECORDS

Section 7.1: Books and Records

- 7.1.1 The Board shall see that all necessary books and records of the Corporation and its services are kept as required by the by-laws or by any applicable statute of law.
- 7.1.2 The Board shall duly authorize the General Manager whose responsibility it will be to ensure that all such books and records are kept in a proper manner consistent with good business and accounting practice subject to such conditions as the Directors may from time-to-time set down.

BY-LAW 8. CHEQUES AND ELECTRONIC FUND TRANSFERS

Section 8.1: Cheques and Electronic Fund Transfers

- 8.1.1 All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed or electronically authorized by such Officer or Officers, agent or agents of the Corporation and in such manner as shall from time-to-time be determined by resolution of the Board. Any one of such Officers or agents may also endorse notes and drafts for collection on account of the Corporation through its bankers and endorse notes and cheques for deposit with the Corporation's bankers for the credit of the Corporation, or the same may be endorsed "for

collection" or "for deposit" with the bankers of the Corporation by using the Corporation's rubber stamp for the purpose. Any one of such Officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the Corporation and the Corporation's bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlement of balances and release of verification slips.

BY-LAW 9. DEPOSIT OF SECURITIES

Section 9.1: Deposit of Securities

9.1.1 The securities of the Corporation shall be deposited for safekeeping with one or more banks, trust companies or other financial institutions to be selected by the Board. Any and all securities so deposited may be withdrawn, from time-to-time, only upon the written order of the Corporation signed by such Officer or Officers, agent or agents of the Corporation, and in such manner as shall from time-to-time be determined by resolution of the Board and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians by the Board shall be fully protected in acting in accordance with the directions of the Board and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

BY-LAW 10. PROTECTION OF DIRECTORS, OFFICERS AND EMPLOYEES

Section 10.1: Protection of Directors, Officers and Employees

- 10.1.1 Every Director, Officer and employee of the Corporation and their heirs, executors, administrators and other legal personal representatives shall be indemnified and saved harmless by the Corporation from and against:
- i) any liability and all costs, charges and expenses that they sustains or incurs in respect of any action, suit or proceeding that is proposed or commenced against them for or in respect of anything done or permitted by them in respect of the execution of their duties; and
 - ii) all other costs, charges and expenses that they sustain or incur in respect of the affairs of the Corporation.
- 10.1.2 Notwithstanding sub-section 10.1.1, no Director, Officer or employee of the Corporation shall be indemnified by the Corporation in respect of any liabilities, costs, charges or expenses that they sustain or incur in or about any action, suit or other proceeding as a result of which they are adjudged to be in breach of any duty or responsibility imposed upon them under the Act or under any other statute unless, in an action brought against them in their capacity as Director or Officer, they have achieved complete or substantial success as a defendant.
- 10.1.3 The Corporation must purchase and maintain Directors' and Officers' liability insurance unless determined by two-thirds of the Board's voting members that insurance is not required. This must be carried out by the General Manager and they are responsible for ensuring the insurance remains valid and in effect.

BY-LAW 11. GENERAL MANAGER

Section 11.1: General Manager

11.1.1 The General Manager shall be an employee of the Corporation. They shall be responsible for the accounting for all services, commissions, office functions, and such other activities as the Corporation or the Society undertakes from time-to-time. The General Manager shall be a signing Officer of the Corporation.

11.1.2 The General Manager shall be authorized to place a temporary hold on all budgetary expenditures by any service, group, organization, office, commission etc. if one of the following conditions is met:

- i) Expenditures involve real or potential conflicts of interest
- ii) Expenditures are inconsistent, in part or whole, with approvals/motions passed by the Assembly or Board

The hold shall last until the Board has decided on its validity. Whenever this authority is invoked, the Chair of the Board must be notified immediately and a meeting of the Board shall be called within 5 calendar days to review the grounds for the hold, and to determine whether or not to disburse the held funds. The Chair is empowered to report to Assembly informing them of the specifics of the issue and all decisions taken, at their discretion.”

BY-LAW 12. CORPORATE ANNUAL GENERAL MEETINGS AND CORPORATION SPECIAL GENERAL MEETINGS

Section 12.1: General

12.1.1 There shall be two (2) types of meetings of the members of the Corporation: Corporate Annual General Meetings and Corporation Special General Meetings.

12.1.2 Corporate Annual General Meetings and Corporation Special General Meetings shall be held in a location determined by the Board. Such meetings shall be chaired by the Chair. The Chair may, at their discretion, turn the chair over to the Speaker of the Assembly or to any other member of the Society.

12.1.3 On the authority of the Chair, the Secretary of Internal Affairs shall give notice of the time and place for holding Corporate Annual General Meetings and Corporation Special General Meetings. Written notice to each member shall be given at least ten (10) days and not more than 50 days prior to the date of the meeting. The notice shall specify the general nature of business to be carried out and include a proxy form informing the Members of the Corporation of their right to a proxy that conforms with the requirements set out in sub-section 12.1.5. Any person who is entitled to notice of a meeting of the members may waive notice, and attendance of the person at the meeting is a waiver of notice of the meeting, unless the person attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called.

- 12.1.4 No accidental error or omission in giving notice of Corporate Annual General Meetings or Corporation Special General Meetings shall invalidate such meetings or make void any proceedings taken there at.
- 12.1.5 Members of the Corporation who are entitled to vote at the Corporate Annual General Meetings and Corporation Special General Meetings, are those Members outlined in by-law 5.1.1. These Members are entitled to a proxy. As stated in sub-section 12.1.3, they must receive a proxy form when notice is given for a relevant meeting. The form must include a spot to name a proxy and state that the form is to be sent to the Chair of the Board prior to the start of the meeting.
- 12.1.6 Any member of the Corporation wishing to have items placed on the agenda for Corporate Annual General Meetings or Corporation Special General Meetings shall give written notice to the Chair of the Board in time to be circulated with the agenda. The agenda shall be available to members of the Corporation at least forty-eight (48) hours prior to the meeting.
- 12.1.7 A majority plus one (1) of the voting members of the Corporation shall form a quorum for the transaction of business. If quorum is not maintained, the meeting shall be adjourned and the time and names of members still present shall be recorded in the minutes.
- 12.1.8 The rules of order for Corporate Annual General Meetings and Corporation Special General Meetings shall be the rules of order for Assembly meetings as set out in the Constitution, except for on matters relating to proxies. Proxies are not allowed during Corporate Annual General Meetings or Corporation Special General Meetings despite being allowed in the rules of order for Assembly meetings.
- 12.1.9 All members of the Corporation:
- i) May be present at Corporate Annual General Meetings or Corporation Special General Meetings;
 - ii) May speak to any motion under consideration;
 - iii) May move or second motions;
 - iv) May exercise their voting privileges according to their membership class.
- 12.1.10 Motions at Corporate Annual General Meetings and Corporation Special General Meetings shall be decided by a majority of voting members of the Corporation present in person or represented by proxy unless otherwise required by the by-laws or the law. If there is an equality of votes the motion shall fail. All votes at such meetings shall be taken by ballot if so demanded by any member present, but if no such demand be made, the vote shall be taken by a show of hands. A declaration by the chair that a resolution has been carried or not carried, and an entry to that effect in the minutes of the meeting, shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution. Should a ballot be demanded, it shall be taken in such a manner as the Chair shall direct.

12.1.11 Corporate Annual General Meetings and Corporate Special General Meetings may, from time-to-time, be adjourned to any future time or to a different place. Such business may be transacted at such future meetings as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required for the motion for adjournment. The motion for adjournment may be made notwithstanding that no quorum is present.

Section 12.2: Corporate Annual General Meetings

12.2.1 At the Corporate Annual General Meeting:

- i) the Chair shall present the report of the Board;
- ii) the incoming and outgoing members of the Corporation, as per by-law 3.3.1, shall elect the new Board.
- iii) Notice of a meeting of the members at which special business is to be transacted must,

(a) state the nature of that business in sufficient detail to permit a member to form a reasoned judgment on the business; and

- iv) (b) state the text of any special resolution to be submitted to the meeting.

Section 12.3: Corporation Special General Meetings

12.3.1 The Board or the President may call a Corporation Special General Meeting. A Corporation Special General Meeting shall be held in the fall.

12.3.2 Members of the Corporation making up at least one tenth (1/10) of the voting members may request the Board to call a Corporation Special General Meeting. The requisition shall state the general nature of the business to be presented at the meeting, be written and signed by the requisitionists, and be deposited at the head office of the Corporation. Upon confirmation of receipt by both the Chair of the Board and President, the Board schedule the Corporation Special General Meeting within 21 days.

12.3.3 At the Corporation Special General Meeting:

- i) The following reports shall be presented for reception and approval by the members of the Corporation:
 - a. The Financial Statements;
 - b. The Report of the Auditors which shall be available for inspection by any member, and be read at the meeting;
 - c. A full report on the AMS corporate services
- ii) The members of the Corporation shall appoint the Auditor and authorize the Board to fix the Auditor's remuneration.

12.3.4 The Board shall forthwith give the newly appointed Auditor notice of their appointment after the Corporation Special General Meeting. The Auditor may attend and speak at any Corporation Special General Meeting, or Corporate Annual General Meeting, and is entitled to receive notice of any such meetings.

BY-LAW 13. QUEEN'S JOURNAL

Section 13.1: General

13.1.1 The Corporation shall, on behalf of the Society, publish a newspaper known as the Queen's Journal or the Journal which:

- i) shall be printed approximately once every two weeks except for weeks immediately preceding examination periods in December and April. Queen's Journal retains the ability to publish in any other medium than print at their own discretion
- ii) shall be subject to budgetary constraints, and decisions of the Editorial Board regarding the size and dates of its issues;
- iii) shall maintain a consistency with the normal standards of good journalism while attempting to fulfil its purposes, specifically:
 - a. to give an accurate account of news and events relevant to the University, and to discuss questions of current interest;
 - b. to provide experience for those students interested in the fields of journalism; writing, layout and design, photography, financing, etc., and public affairs.

13.1.2 The editorial autonomy of the Queen's Journal is guaranteed by the AMS Corporate By-laws and Constitution. It shall be honoured by all Officers of the Society, the Corporation and the University. Opinions published in the Queen's Journal shall not necessarily be those of the Society, the Corporation, the University, or any officer thereof. The Queen's Journal shall regularly bear notice to this effect.

13.1.3 It is recognized and affirmed that it is in the best interests of the Society members, and of the University community, that the Queen's Journal be free from the influence of student government and outside institutions with regards to its editorial integrity and accordingly, that it be independent of the Board both as to management and editorial control, and that the Board will not exercise financial control over the operation of the Queen's Journal, except as specifically provided in this by-law. In accordance with this provision, the Budget and Strategic Plan of the Queen's Journal only is subject to AMS Board of Directors approval.

13.1.4 Funds for the financing of the Queen's Journal shall be secured from:

- i) The Student Activity Fee as outlined in section 3.3 of the Constitution;
- ii) The sale of advertising space;

- iii) Other fundraising and revenue generating projects which the Editorial Board considers appropriate, provided that the assets of the Queen's Journal are not invested without the approval the AMS Board of Directors.

Section 13.2: Editor(s)-in-Chief

- 13.2.1 The Editor(s)-in-Chief shall be the Chief Administrative Officer(s) of the Queen's Journal. They shall initiate editorial policy subject to review by the Editorial Board and the Journal Advisory Board and is (are) answerable to the Editorial Board of their actions. This sub-section, however, shall be subject to the sub-section 14.1.4 of the Constitution.
- 13.2.2 Further to the above, the Editor(s)-in-Chief shall be accountable to the Journal Advisory Board and the AMS Board of Directors for adherence to the annual budget and strategic plan of the Queen's Journal.
- 13.2.3 The Editor(s)-in-Chief shall appoint all necessary Editorial Board members as soon as possible after being elected in the spring and participate in the hiring of other Journal employees (subsequent appointments shall be made by the Editorial Board).
- 13.2.4 The Editor(s)-in-Chief and the Business Manager both shall have signing authority for all vouchers. They shall co-sign all vouchers for cheques exceeding \$250.00.

Section 13.3: Editorial Board

- 13.3.1 There shall be an Editorial Board of the Queen's Journal.

Section 13.4: Journal Advisory Board

- 13.4.1 There shall be a Journal Advisory Board of the Queen's Journal, which shall be charged with the long-term strategic planning of the Queen's Journal and shall be accountable to the AMS Board of Directors.
- 13.4.2 The AMS Vice-President (Operations) and a Student Director from the AMS Board of Directors shall be members of the Journal Advisory Board. Selection of the Student Director is at the sole discretion of the AMS Board of Directors.
- 13.4.3 The annual budget and strategic plan (goal plan) of the Queen's Journal is subject to the approval of the AMS Board of Directors. Once approved by the AMS Board of Directors, the Journal Advisory Board shall be responsible for ensuring that the annual budget and strategic plan of the Queen's Journal are adhered to. If, however, material deviations from either document come about and the Journal Advisory Board does not take the necessary action to bring performance in line with the relevant document, the AMS Board may intervene and take whatever action it deems necessary to ensure that the annual budget and strategic plan of the Queen's Journal are adhered to. Such action shall be binding on the Journal Advisory Board.

Section 13.5: Termination of Employment

- 13.5.1 The Editor(s)-in-Chief shall not be removed from office except by one of the following methods:

- i) A campus-wide referendum which shall be in the following form: "Shall the present Editor(s)-in-Chief of the Queen's Journal (name(s)) cease to hold that position?";
- ii) A two-thirds (2/3) vote by each of Journal Advisory Board and the Editorial Board with approval by AMS Board of Directors and final approval by two-thirds (2/3) of AMS Assembly;
- iii) A motion by AMS Board of Directors, then approved by two-thirds (2/3) of Journal Advisory Board, two-thirds (2/3) of the Editorial Board with final approval by two-thirds (2/3) of Assembly.

Section 13.6: Queen's Journal House

13.6.1 The Queen's Journal operates out of 190 University Avenue. This location may only be used for publication of the Queen's Journal.

BY-LAW 14. BUDGETS

Section 14.1: Budgets

14.1.1 There shall be a Society Budget prepared by the Vice-President (Operations) which sets out the budget for the whole Society, including the Corporation, based on the fiscal year of the Corporation. The Society Budget shall contain all AMS cost centre budgets.

14.1.2 The Assembly may only approve the budget of Assembly itself, Commissions, Secretary of Internal Affairs and Clubs Office. The funding of these four budgets will come directly from the Board and they reserve the right to limit funding at their discretion. Assembly does not have any financial control of the Corporation's monies other than for these four purposes. Assembly, and the Commissions, Secretary of Internal Affairs, and Clubs Office, shall not run a deficit. Assembly is responsible for ensuring that the aforementioned budgets are adhered to. If, however, there are material deviations from these budgets, and Assembly does not take the necessary action, as deemed by the Board, to bring actuals in line with budget, the Board may intervene and take any action they deem necessary. Such action is binding and final.

BY-LAW 15. TRANSITION AND FISCAL YEAR

Section 15.1: Transition

15.1.1 The President, Vice-President (Operations) and Vice-President (University Affairs) shall cease to hold office in the Corporation upon being retired from their position as the Executive according to the rules of the Society. At that time the Executive-Elect shall assume the powers vested in the offices of President, Vice-President (Operations) and Vice-President (University Affairs) in the Corporation.

15.1.2 The members of the Corporation shall cease to hold such position upon being retired from the Assembly according to the rules of the Society. At that time the Assembly-Elect shall become the members of the Corporation.

15.1.3 The Board shall retire itself upon the completion of its business at the end of the AMS fiscal year on April 30.

BY-LAW 16. PERMANENT STAFF

Section 16.1: General

16.1.1 The AMS as an organization recognizes the critical position that the permanent staff holds in the Corporation and as such it is important that the corporation take measures to ensure they have a stable work environment.

16.1.2 The Corporation has a responsibility to provide its permanent staff with fair and accessible administration and to promote an atmosphere of reasonable job security. The Corporation also has the responsibility to address the concerns of the permanent staff in a legitimate, timely manner and to ensure that they are involved in the planning and implementation of organizational changes and in particular, the planning of changes that affect the nature and existence of their positions.

16.1.3 The Board must keep an up to date copy of some governing policies that outline the role and responsibilities of the permanent staff, the responsibilities the AMS has to its permanent staff, and how the Board interacts with permanent staff given the lower rate of turnover in the Board compared to other student parts of the AMS.

BY-LAW 17. NEW BY-LAWS AND AMENDMENTS TO EXISTING BY-LAWS

Section 17.1: New By-laws and Amendments to Existing By-laws

17.1.1 The Board may pass a new by-law or amend or repeal an existing by-law as long as such new by-law, amendment or repeal is not contrary to the Act or the Letters Patent and the procedure followed conforms to any special ratification requirements set out in an existing by-law.

17.1.2 A new by-law, amendment or repeal passed under sub-section 17.1.1, unless in the meantime confirmed at a Corporation Special General Meeting duly called for that purpose, is effective only until the next Corporate Annual General Meeting unless confirmed thereat. In default of confirmation at such Corporate Annual General Meeting, the new by-law, amendment or repeal ceases to have or repeal of the same or like substance has any effect until confirmed at a Corporation Special General Meeting or Corporate Annual General Meeting.

17.1.3 The members of the Corporation may at the Corporate Annual General Meeting or Corporation Special General Meeting mentioned in sub-section 17.1.2 confirm, reject, amend or otherwise deal with any new by-law, amendment or repeal passed by the Board and submitted to the meeting for confirmation, but no act done or right acquired under any such new by-law, amendment or repeal is prejudicially affected by the action taken by the members.

17.1.4 Every new by-law, amendment, or repeal must be approved by the Corporation's lawyer.